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Liquidating Trust*

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE EASTERN DISTRICT OF VIRGINIA  
RICHMOND DIVISION**

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In re:	: Chapter 11
CIRCUIT CITY STORES, INC., <u>et al.</u> <sup>1</sup>	: Case No. 08-35653-KRH
Debtors.	: (Jointly Administered)
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**FINAL APPLICATION OF TAVENNER & BERAN, PLC FOR ALLOWANCE OF  
COMPENSATION AND EXPENSE REIMBURSEMENT AS LOCAL  
COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS**

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of their respective federal tax identifications numbers, are as follows: Circuit City Stores, Inc. (3875), Circuit City Stores West Coast, Inc. (0785), InterTAN, Inc. (0875), Ventoux International, Inc. (1838), Circuit City Purchasing Company, LLC (5170), CC Aviation, LLC (0841), CC Distribution Company of Virginia, Inc. (2821), Circuit City Properties, LLC (3353), Kinzer Technology, LLC (2157), Abbott Advertising Agency, Inc. (4659), Patapsco Designs, Inc. (6796), Sky Venture Corp. (0311), Prahs, Inc. (n/a), XSStuff, LLC (9263), Mayland MN, LLC (6116), Courchevel, LLC (n/a), Orbyx Electronics, LLC (3360), and Circuit City Stores PR, LLC (5512). The address for Circuit City West Coast is 9250 Sheridan Boulevard, Westminster, Colorado 80031. For all other Debtors, the address was 9950 Mayland Drive, Richmond, Virginia 23233 and is currently 4951 Lake Brook Drive, Glen Allen, VA 23060.

Tavenner & Beran, PLC (“Tavenner & Beran”), local counsel for the Official Committee of Unsecured Creditors (the “Committee”) of Circuit City Stores, Inc. and the related debtors (collectively, the “Debtors”), submits the following as its Final Application For Allowance Of Compensation And Expense Reimbursement As Local Counsel To The Official Committee of Unsecured Creditors (the “Application”) pursuant to 11 U.S.C. §§ 330, 331 and 503(b) and Rule 2016 of the Federal Rules of Bankruptcy Procedure. In this Application, Tavenner & Beran seeks (a) initial and final approval of compensation in the amount of \$109,451.00 and reimbursement of expenses in the amount of \$2,818.04 for the period of May 1, 2010 through October 31, 2010 and (b) final approval of previously approved compensation in the amount of \$275,242.00 and reimbursement of expenses in the amount of \$13,536.52 for the period of November 18, 2008 through April 30, 2010. In total, Tavenner & Beran seeks approval of compensation in the amount of \$384,693.00 and reimbursement of expenses in the amount of \$16,354.56 and in support thereof states as follows:

### **Background**

1. On November 10, 2008 (the “Petition Date”), the Debtors filed voluntary petitions in this Court for relief under chapter 11 of the Bankruptcy Code, 11 U.S.C. §§ 101-1330 (the “Bankruptcy Code”). The Debtors continue to operate their businesses and manage their properties as debtors in possession pursuant to sections 1107 and 1108 of the Bankruptcy Code.

2. On November 12, 2008, the Office of the United States Trustee (the “U.S. Trustee”) appointed the Official Committee of Unsecured Creditors of the Debtors. The U.S. Trustee increased the membership of the Committee by two creditors on November 13, 2008.

3. The Committee is presently composed of the following eleven creditors: (i) Alliance Entertainment; (ii) Developers Diversified Realty Corp.; (iii) Garmin International,

Inc.; (iv) Hewlett-Packard Company; (v) LG Electronics USA, Inc.; (vi) Paramount Home Entertainment; (vii) Pension Benefit Guarantee Corporation; (viii) Samsung Electronics America, Inc.; (ix) Simon Property Group, Inc.; (x) Toshiba America Consumer Products, LLC; and (xi) Weidler Settlement Class.

4. The Committee held its organizational meeting, and decided to retain Pachulski Stang Ziehl & Jones LLP (“PSZJ”) as its lead counsel, Tavenner & Beran as its local counsel, and Protiviti, Inc. and Jefferies & Company as financial advisors.

5. On or about December 22, 2008, the Committee filed an application to employ Tavenner & Beran as its local counsel. On or about January 20, 2009, this Court entered an order approving the Committee’s employment of Tavenner & Beran (the “Employment Order”).

6. On or about March 17, 2009, Tavenner & Beran filed its First Interim Application of Tavenner & Beran, PLC for Allowance of Compensation and Expense Reimbursement as Local Counsel to the Official Committee of Unsecured Creditors (the “First Interim Application”). On or about April 27, 2009, this Court entered an order approving the First Interim Application. On or about June 15, 2009, Tavenner & Beran filed its Second Interim Application Of Tavenner & Beran, PLC For Allowance Of Compensation And Expense Reimbursement As Local Counsel For The Official Committee of Unsecured Creditors (the “Second Interim Application”). On or about July 23, 2009, this Court entered an order approving the Second Interim Application. On or about September 14, 2009, Tavenner & Beran filed its Third Interim Application Of Tavenner & Beran, PLC for Allowance of Compensation and Expense Reimbursement as Local Counsel to the Official Committee of Unsecured Creditors (the “Third Interim Application”). On or about November 6, 2009, the Court entered an order approving the Third Interim Application. On or about December 14, 2009, Tavenner & Beran filed its Fourth Interim Application Of Tavenner & Beran, PLC For Allowance Of

Compensation And Expense Reimbursement As Local Counsel For The Official Committee of Unsecured Creditors (the “Fourth Interim Application”) and thereafter the Court entered an order approving the Fourth Interim Application. On or about March 17, 2010, Tavenner & Beran filed its Fifth Interim Application Of Tavenner & Beran, PLC For Allowance Of Compensation And Expense Reimbursement As Local Counsel For The Official Committee of Unsecured Creditors (the “Fifth Interim Application”) and thereafter the Court entered an order approving the Fifth Interim Application. On or about June 14, 2010, Tavenner & Beran filed its Sixth Interim Application Of Tavenner & Beran, PLC For Allowance Of Compensation And Expense Reimbursement As Local Counsel For The Official Committee of Unsecured Creditors (the “Sixth Interim Application”) and thereafter the Court entered an order approving the Sixth Interim Application.

7. Since the filing of the First Interim Application, Second Interim Application, Third Interim Application, Fourth Interim Application, Fifth Interim Application, and Sixth Interim Application, Tavenner & Beran has rendered professional services to the Committee from and including May 1, 2010 through and including October 31, 2010 for which it seeks compensation in the amount of \$109,451.00. Attached hereto as Exhibit A is a statement of the fees incurred. During this time, Tavenner & Beran incurred \$2,818.04 in out-of-pocket expenses for which it seeks reimbursement. Attached hereto as Exhibit A – Additional Charges Section is a statement of the expenses incurred.

8. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. Venue is before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

#### **Employment and Case Status**

9. As authorized in the Employment Order, the terms of Tavenner & Beran’s employment are as follows: Tavenner & Beran charges legal fees on an hourly basis at its

attorneys' hourly rates, which are set in accordance with the attorneys' seniority and experience. Tavenner & Beran also charges the Committee for its actual out-of-pocket expenses incurred such as copying, long distance telephone, travel, overnight mail, telecopies, computer research and other disbursements.

10. The names of all Tavenner & Beran attorneys and paralegals requesting compensation and their respective hourly rates are set forth on Exhibit A attached hereto.

11. To the best of Tavenner & Beran's knowledge, information and belief, the Debtors paid post-petition expenses in the ordinary course and/or as required by this Court. To the best of Tavenner & Beran's knowledge, information and belief, the estates have sufficient funds on hand to pay the compensation and reimbursement of expenses requested herein.

12. Tavenner & Beran has not previously filed an application for the allowance of compensation and expense reimbursement for amounts sought in this Application.

13. On August 9, 2010, the Debtors and the Creditors' Committee filed the Second Amended Joint Plan of Liquidation of Circuit City Stores, Inc. and its Affiliated Debtors and Debtors in Possession and its Official Committee of Creditors Holding General Unsecured Claims (the "Plan"), which provides for the liquidation of the Debtors' assets and distribution of the proceeds thereof under chapter 11 of the Bankruptcy Code. On September 10, 2010, this Court entered an Order confirming the Plan. The Plan became effective on November 1, 2010 (the "Effective Date"). As of the Effective Date, Alfred H. Siegel (the "Trustee and/or "Liquidating Trustee") became the duly appointed trustee of the Circuit City Stores, Inc. Liquidating Trust (the "Trust").

#### **Summary of Services Rendered**

14. Tavenner & Beran provided various services to the Committee, which may be summarized as follows:

A. Asset Disposition: - Total Hours 1.5 Total \$385.00

<i>ATTORNEY/ PARALEGAL</i>	<i>YEAR ADMITTED</i>	<i>HOURLY RATE</i>	<i>TOTAL HOURS<sup>2</sup></i>	<i>Fee</i>
Lynn L. Tavenner	1989	\$350.00	1.1	\$385.00
Paula S. Beran	1992	\$0.00	0.4	\$00.00

## Description

Conferences, correspondence, document preparation and review and Court appearances on asset disposition matters.

Attached hereto as Exhibit A – Asset Disposition Section is a complete statement of such services rendered by Tavenner & Beran.

## Necessity and Benefit to the Estate

These services were necessary to assist the Committee in the administration of these cases.

B. Business Operations: - Total Hours 6.0 Total \$1,890.00

<i>ATTORNEY/ PARALEGAL</i>	<i>YEAR ADMITTED</i>	<i>HOURLY RATE</i>	<i>TOTAL HOURS<sup>3</sup></i>	<i>Fee</i>
Lynn L. Tavenner	1989	\$350.00	5.40	\$1,890.00
Lynn L. Tavenner	1989	\$0.00	.60	\$00.00

## Description

Conferences, correspondence, document preparation and review and Court appearances on business operations matters.

Attached hereto as Exhibit A – Business Operations Section is a complete statement of such services rendered by Tavenner & Beran.

## Necessity and Benefit to the Estate

These services were necessary to assist the Committee in the administration of these cases.

C. Case Administration: - Total Hours 84.60 Total 22,238.00

<i>ATTORNEY/ PARALEGAL</i>	<i>YEAR ADMITTED</i>	<i>HOURLY RATE</i>	<i>TOTAL HOURS<sup>4</sup></i>	<i>FEES</i>
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<sup>2</sup> Certain hours were recorded but not billed to the estates.

<sup>3</sup> Certain hours were recorded but not billed to the estates.

Lynn L. Tavenner	1989	\$350.00	5.40	\$1,890.00
Lynn L. Tavenner	1989	\$0.00	9.80	\$0,000.00
Paula S. Beran	1992	\$340.00	56.70	\$19,278.00
Paula S. Beran	1992	\$0.00	2.00	\$0.00
David L. Leadbeater	N/A	\$100.00	10.70	\$1,070.00

Description

Conferences, correspondence, document preparation and review and Court appearances on case administrative matters.

Attached hereto as Exhibit A – Case Administration Section is a complete statement of such services rendered by Tavenner & Beran.

Necessity and Benefit to the Estate

These services were necessary to assist the Committee in the administration of these cases.

D. Claims Administration: - Total Hours 27.50                      Total \$7,496.00

ATTORNEY/ PARALEGAL	YEAR ADMITTED	HOURLY RATE	TOTAL HOURS <sup>5</sup>	FEE
Lynn L. Tavenner	1989	\$350.00	11.80	\$4,130.00
Lynn L. Tavenner	1989	0.00	5.80	0.00
Paula S. Beran	1992	\$340.00	9.90	\$3,366.00

Description

Correspondence, conferences, document review and research regarding pre and post-petition creditor claims.

Attached hereto as Exhibit A – Claims Administration Section is a complete statement of such services rendered by Tavenner & Beran.

Necessity and Benefit to the Estate

These services were necessary to assist the Committee in its analysis of creditor claims.

E. Creditors Meetings: - Total Hours 7.9                      Total \$2,485.00

ATTORNEY/ PARALEGAL	YEAR ADMITTED	HOURLY RATE	TOTAL HOURS <sup>6</sup>	FEE
Lynn L. Tavenner	1989	\$350.00	7.10	\$2,485.00
Lynn L. Tavenner	1989	\$0.00	0.80	\$00.00

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<sup>4</sup> Certain hours were recorded but not billed to the estates.

<sup>5</sup> Certain hours were recorded but not billed to the estates.

<sup>6</sup> Certain hours were recorded but not billed to the estates.

Description

Correspondence, conferences, and document review relating to the creditors meetings.

Attached hereto as Exhibit A – Creditors Meetings Section is a complete statement of such services rendered by Tavenner & Beran.

Necessity and Benefit to the Estate

These services were necessary for the Committee to be properly represented and advised by its professionals.

F. Fee/Employment Applications: - Total Hours 32.0                      Total \$8,088.00

<i>ATTORNEY/ PARALEGAL</i>	<i>YEAR ADMITTED</i>	<i>HOURLY RATE</i>	<i>TOTAL HOURS<sup>7</sup></i>	<i>FEES</i>
Lynn L. Tavenner	1989	\$350.00	10.40	\$3,640.00
Lynn L. Tavenner	1989	\$0.00	4.10	\$00.00
Paula S. Beran	1992	\$340.00	12.20	\$4,148.00
Paula S. Beran	1992	\$0.00	2.30	\$00.00
David L. Leadbeater	N/A	\$100.00	1.30	\$130.00
Will Sandell	N/A	\$100.00	1.70	\$170.00

Description

Correspondence, conferences, document preparation, document review and Court appearances relating to the employment and/or compensation of bankruptcy professionals.

Attached hereto as Exhibit A – Fee/Employment Applications Section is a complete statement of such services rendered by Tavenner & Beran.

Necessity and Benefit to the Estate

These services were necessary for the Committee to be properly represented and advised by its professionals.

G. Plan and Disclosure Statement: - Total Hours 174.30                      Total \$52,467.00

<i>ATTORNEY/ PARALEGAL</i>	<i>YEAR ADMITTED</i>	<i>HOURLY RATE</i>	<i>TOTAL HOURS<sup>8</sup></i>	<i>FEES</i>
Lynn L. Tavenner	1989	\$350.00	124.00	\$43,400.00
Lynn L. Tavenner	1989	\$0.00	2.60	\$00.00
Paula S. Beran	1992	\$340.00	26.70	\$9,067.00 <sup>9</sup>
Paula S. Beran	1992	\$0.00	21.00	\$00.00

<sup>7</sup> Certain hours were recorded but not billed to the estates.

<sup>8</sup> Certain hours were recorded but not billed to the estates.

<sup>9</sup> This amount includes 1.10 hours billed for Ms. Beran at an hourly rate of \$330.00.

Description

Correspondence, conferences, document preparation, document review, mediation and Court appearances relating to the plan and disclosure statement.

Attached hereto as Exhibit A – Plan and Disclosure Statement is a complete statement of such services rendered by Tavenner & Beran.

Necessary and Benefit to the Estate

These services were necessary to assist the Committee with fostering the goals of the Debtors' bankruptcy cases and to analyze plan alternatives.

H. Litigation: - Total Hours 45.60                          Total \$14,402.00

<i>ATTORNEY/ PARALEGAL</i>	<i>YEAR ADMITTED</i>	<i>HOURLY RATE</i>	<i>TOTAL HOURS<sup>10</sup></i>	<i>FEE</i>
Lynn L. Tavenner	1989	\$350.00	15.60	\$5,460.00
Lynn L. Tavenner	1989	\$0.00	1.10	\$00.00
Paula S. Beran	1992	\$340.00	26.30	\$8,942.00
Paula S. Beran	1992	\$0.00	2.60	\$00.00

Description

Correspondence, conferences, document preparation, document review and Court appearances relating to courses of action held by the estates.

Attached hereto as Exhibit A – Litigation is a complete statement of such services rendered by Tavenner & Beran.

Necessary and Benefit to the Estate

These services were necessary to assist the Committee with preserving and/or prosecuting causes of action.

15. The total amount of final compensation requested by Tavenner & Beran is based on the hourly rates normally charged by the attorneys and the paralegals who performed legal services for the Committee in this matter are further summarized on Exhibit A.

16. Pursuant to the Order Establishing Procedures For Interim Compensation entered on December 9, 2008 (the "Interim Compensation Order"), Tavenner & Beran could have requested eighty-five percent (85%) of its monthly fees and one hundred percent (100%) of its

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<sup>10</sup> Certain hours were recorded but not billed to the estates.

monthly expenses. Tavenner & Beran did not make any such request. Therefore, fees and expenses in the total amount of this Application remain outstanding.

17. Attached hereto as Exhibit B is a summary sheet concerning this Application. The fees sought by Tavenner & Beran are reasonable for the work it performed in the specialized area of bankruptcy and in practice before the United States Bankruptcy Court. Such fees are customary for specialized bankruptcy practice and are comparable in amount to services rendered by other attorneys in the area. The fees sought herein are reasonable considering the nature and extent of the work, the time spent, and the value of the services.

18. Tavenner & Beran hereby certifies that it will file and serve this Application as required under the Interim Compensation Order and the Plan.

#### **Applicable Legal Standard**

19. The Bankruptcy Code sets forth the legal standards for awarding compensation to professionals. The format for fee applications is set forth in the Compensation Guidelines for Professionals in the United States Bankruptcy Court for the Eastern District of Virginia (the “Guidelines”).

20. Under § 330 and of the Bankruptcy Code, the Court may award counsel to the Committee reasonable compensation for actual, necessary services rendered by such attorneys and paraprofessionals employed by such attorneys based on the nature, extent and value of the services rendered, time spent on such services and the cost of comparable services other than in a bankruptcy case. Furthermore, the Court may award reimbursement for actual, necessary expenses.

21. The expenses incurred by Tavenner & Beran, as set forth herein, are reasonable and necessary charges for items such as photocopying, long distances telephone calls, facsimiles, delivery services and messenger services, transcript preparation and filing fees.

22. Under the “lodestar” approach, the Court should consider the number of hours of service reasonably devoted to the case multiplied by the attorney’s reasonable rates. Courts frequently consider the specific “lodestar” factors enumerated in *Johnson v. Georgia Highway Express, Inc.*, 488 F.2d 714 (5th Cir. 1974). These lodestar tests were adopted by the Fourth Circuit in Barber v. Kimbrells, Inc., 577 F.2d 216, 226 (4<sup>th</sup> Cir.), cert. denied, 439 U.S. 934 (1978), and in Anderson v. Morris, 658 F.2d 246, 249 (4<sup>th</sup> Cir. 1981), where the Fourth Circuit held that the District Court should employ the lodestar approach, and then adjust the fee on the basis of the remaining Johnson factors in the case. The following are the Johnson factors:

- (a) the time and labor required;
- (b) the novelty and difficulty of the questions;
- (c) the skill requisite to perform the legal service properly;
- (d) the preclusion of other employment by the attorney due to acceptance of the case;
- (e) the customary fee;
- (f) whether the fee is fixed or contingent;
- (g) time limitations imposed by the client or the circumstances;
- (h) the amount involved and the results obtained;
- (i) the experience, reputation and ability of the attorneys;
- (j) the “undesirability” of the case;
- (k) the nature and length of the professional relationship with the client; and
- (l) awards in similar cases.

Johnson, 488 F.2d at 717-719; Barber, 577 F.2d at 226, n.28; Anderson, 658 F.2d at 248, n.2.

23. Tavenner & Beran believes that the services rendered to the Committee and the out-of-pocket expenses incurred therewith were necessary and reasonable in view of the Committee’s obligations in these cases and the scope and nature of the matters in which the Committee was involved to competently represent the Committee.

24. Upon information and belief, the rates charged by Tavenner & Beran are less than legal fees charged by other law firms in comparable Chapter 11 cases. Tavenner & Beran believes that the fees requested herein clearly satisfy the Johnson factors as set forth above.

**Conclusion**

WHEREFORE, Tavenner & Beran submits this Application for (a) interim and final allowance of compensation for professional services rendered by Tavenner & Beran in the amount of \$109,451.00 and reimbursement of out-of-pocket expenses in the amount of \$2,818.04 for the period of May 1, 2010 through October 31, 2010 and (b) final allowance of previously approved compensation in the amount of \$275,242.00 and reimbursement of expenses in the amount of \$13,536.52 for the period of November 18, 2008 through April 30, 2010. Tavenner & Beran respectfully requests that the Court enter an Order substantially in the form attached hereto as Exhibit C approving the compensation and reimbursement of expenses requested herein, authorizing and directing the estates to pay such amounts and granting such other and further relief as the Court deems appropriate.

TAVENNER & BERAN, PLC

By: \_\_\_\_\_ /s/ Paula S. Beran  
Co-Counsel

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Counsel for the Circuit City Stores, Inc.  
Liquidating Trust

**Invoice submitted to:**

Circuit City Committee

*Invoice Date*

December 14, 2010

*Invoice Number*

10914

*Last Bill Date*

6/14/2010

Professional Services

		<u>Hrs/Rate</u>	<u>Amount</u>
<u>Asset Disposition</u>			
7/3/2010 - LLT	Review motion to sell (and approve bid procedures) Richmond, VA property	0.40 350.00/hr	140.00
- PSB	Review of sale issues	0.40 340.00/hr	NO CHARGE
8/4/2010 - LLT	Prepare for and attend hearing on sale of real property	0.50 350.00/hr	175.00
8/6/2010 - LLT	Follow-up on inquiry re: sale of corporate headquarters	0.20 350.00/hr	70.00
SUBTOTAL:		[ 1.50 ]	385.00]
<u>Business Operations</u>			
6/7/2010 - LLT	Address outstanding issues re: tax claims (.80); Review abandonment motion (.50)	1.30 350.00/hr	455.00
6/8/2010 - LLT	Review draft motion to pay admin claims	0.80 350.00/hr	280.00
6/22/2010 - LLT	Review update on business operations	0.40 350.00/hr	140.00

			<u>Hrs/Rate</u>	<u>Amount</u>
6/24/2010 -	LLT	Prepare for and attend court on motion to authorize admin claim payments	1.20 350.00/hr	420.00
8/11/2010 -	LLT	Review committee professionals financial update	0.50 350.00/hr	175.00
8/25/2010 -	LLT	Call with committee professionals re: tax update and prepare for same	1.20 350.00/hr	420.00
8/30/2010 -	LLT	Review committee financial advisors update	0.60 350.00/hr	NO CHARGE
<b>SUBTOTAL:</b>			<b>[ 6.00</b>	<b>1,890.00]</b>

Case Administration

5/3/2010 -	LLT	Correspondence re: notice and authorization to fix electronic signature re: same	0.50 350.00/hr	175.00
	- PSB	Correspondence re: notice and authorization to fix electronic signature re: same	0.50 340.00/hr	NO CHARGE
5/6/2010 -	LLT	Review agenda for upcoming hearing on 5/11	0.20 350.00/hr	70.00
5/7/2010 -	LLT	Prepare for and participate in committee call	1.90 350.00/hr	NO CHARGE
	- PSB	Prepare for and participate in committee call	1.90 340.00/hr	646.00
5/11/2010 -	LLT	Meeting with co-counsel re: transition issues	0.90 350.00/hr	315.00
	- LLT	Prepare for and attend Omni	2.60 350.00/hr	910.00
	- PSB	Prepare for Omni	1.00 340.00/hr	NO CHARGE
5/13/2010 -	LLT	Prepare for and participate in committee call	1.60 350.00/hr	NO CHARGE

			<u>Hrs/Rate</u>	<u>Amount</u>
5/13/2010 - PSB	Prepare for and participate in committee call		2.10 340.00/hr	714.00
5/17/2010 - LLT	Prepare for and participate in committee call (2.10); Review of filed pleadings (.90)		3.00 350.00/hr	NO CHARGE
- PSB	Prepare for and participate in committee call (2.10); Review of filed pleadings (.90)		3.00 340.00/hr	1,020.00
5/18/2010 - LLT	Correspondence with D. Abadeer re: local rule service requirements		0.20 350.00/hr	70.00
5/20/2010 - PSB	Prepare for and attend Omni (2.60); Correspondence re: hearing notice and authorization to endorse same (.50); Correspondence with Pachulski re: telephonic appearance (.40)		3.50 340.00/hr	1,190.00
5/24/2010 - PSB	Correspondence from party in interest re: case status (.50); Correspondence with PSZJ re: conversation (.50)		1.00 340.00/hr	340.00
5/25/2010 - LLT	Prepare for and participate in creditor call		2.10 350.00/hr	NO CHARGE
- PSB	Prepare for and participate in creditor call		2.10 340.00/hr	714.00
6/2/2010 - PSB	Prepare for and participate in committee call		1.70 340.00/hr	578.00
6/3/2010 - PSB	Correspondence with Court re: revised hearing time (.50); Correspondence with professional group re: same (.20)		0.70 340.00/hr	238.00
- LLT	Correspondence re: revised hearing schedule		0.20 350.00/hr	NO CHARGE
6/4/2010 - PSB	Correspondence with Court re: telephonic appearance		0.30 340.00/hr	102.00
6/8/2010 - PSB	Prepare for and participate in committee call (2.10); Correspondence re: telephonic appearance and related items (.50)		2.60 340.00/hr	884.00

			<u>Hrs/Rate</u>	<u>Amount</u>
6/8/2010 -	LLT	Correspondence with co-counsel re: telephonic appearance	0.20 350.00/hr	NO CHARGE
6/22/2010 -	PSB	Prepare for and participate in committee call (1.90); Correspondence with R. Van Arsdale re: order and revise and submit same (.50)	2.40 340.00/hr	816.00
6/23/2010 -	PSB	Prepare for and participate in committee call	1.50 340.00/hr	510.00
6/24/2010 -	PSB	Prepare for Omni	1.60 340.00/hr	544.00
	- LLT	Meeting with R. Feinstein and R. Van Arsdale re: case status	0.70 350.00/hr	245.00
6/29/2010 -	DLL	Docket and index	1.50 100.00/hr	150.00
7/1/2010 -	DLL	File maintenance	1.00 100.00/hr	100.00
7/8/2010 -	DLL	Docket and index	0.50 100.00/hr	50.00
7/9/2010 -	PSB	Prepare for and participate in committee call	1.90 340.00/hr	646.00
	- LLT	Review 7/12 hearing agenda	0.20 350.00/hr	NO CHARGE
7/12/2010 -	PSB	Correspondence with PSZJ re: telephonic appearance and correspondence with Court re: same	0.40 340.00/hr	136.00
7/19/2010 -	LLT	Review 7/22 hearing agenda	0.20 350.00/hr	NO CHARGE
7/21/2010 -	PSB	Correspondence with Court re: telephonic appearance and related items and correspondence with co-counsel re: same	0.40 340.00/hr	136.00
	- DLL	Docket and index	0.80 100.00/hr	80.00
7/22/2010 -	PSB	Correspondence with J. Pomerantz re: Court hearing and other items	1.10 340.00/hr	374.00

			Hrs/Rate	Amount
7/26/2010 - DLL	Docket and index and file maintenance		0.60 100.00/hr	60.00
7/27/2010 - DLL	Revise pre-trial order (.60); BOP to Court (.50)		1.10 100.00/hr	110.00
7/29/2010 - PSB	Correspondence with UST re: case status		0.50 340.00/hr	170.00
8/2/2010 - PSB	Prepare for and participate in subcommittee call with professionals (1.20); Prepare for and participate in committee call (1.10); Correspondence with Court and PSZJ re: telephonic appearance (.40)		1.50 340.00/hr	510.00
8/3/2010 - PSB	Prepare for and participate in committee call		1.90 340.00/hr	646.00
8/4/2010 - DLL	Prepare hearing binder		1.20 100.00/hr	120.00
- PSB	Prepare for and participate in Omni hearing		2.60 340.00/hr	884.00
8/5/2010 - DLL	Docket and index		1.10 100.00/hr	110.00
8/9/2010 - DLL	File maintenance		0.80 100.00/hr	80.00
8/11/2010 - DLL	Review docket and calendar events		0.20 100.00/hr	20.00
8/16/2010 - DLL	Docket and index		0.80 100.00/hr	80.00
8/18/2010 - PSB	Prepare for and attend committee call		1.10 340.00/hr	374.00
8/20/2010 - PSB	Correspondence with McGuire Woods re: Omni hearing		0.40 340.00/hr	136.00
- LLT	Correspondence from co-counsel re: upcoming hearing		0.20 350.00/hr	70.00
8/25/2010 - DLL	Docket and index		1.10 100.00/hr	110.00

			<u>Hrs/Rate</u>	<u>Amount</u>
8/31/2010 -	PSB	Prepare for and attend Omni	2.70 340.00/hr	918.00
-	LLT	Follow-up with co-counsel re: telephonic appearance at Omnibus hearings	0.10 350.00/hr	35.00
9/7/2010 -	PSB	Receipt and review of district court order on Paramount	0.50 340.00/hr	NO CHARGE
9/15/2010 -	LLT	Correspondence from A. Caine re: transition meeting and follow-up on same	0.20 350.00/hr	NO CHARGE
9/17/2010 -	PSB	Correspondence with professional group re: transition meeting	0.50 340.00/hr	170.00
9/20/2010 -	PSB	Prepare for and participate in transition meeting	3.40 340.00/hr	1,156.00
9/21/2010 -	PSB	Review of transition issues	1.10 340.00/hr	374.00
9/24/2010 -	LLT	Review agenda for 9/27 Court	0.20 350.00/hr	NO CHARGE
9/27/2010 -	PSB	Prepare for and attend Omni	2.30 340.00/hr	782.00
-	PSB	Correspondence with co-counsel re: committee positions on hearing matters	0.40 340.00/hr	136.00
9/30/2010 -	PSB	Correspondence with J. Morris re: transition issues (.30); Correspondence with A. Caine re: same (.60); Review of issues related to same (2.10)	3.00 340.00/hr	1,020.00
10/5/2010 -	PSB	Correspondence with J. Morris re: 2004 procedures in eastern district of Virginia jurisdiction and related items	0.90 340.00/hr	306.00
10/26/2010 -	PSB	Correspondence with A. Caine and J. Morris re: Omni hearing dates and procedures going forward (1.30); Correspondence with A. Caine and J. Morris re: procedures in eastern district of Virginia including but not limited to filing of stipulations and/or tolling agreements and other matters (1.30)	2.60 340.00/hr	884.00

			<u>Hrs/Rate</u>	<u>Amount</u>
10/27/2010 - PSB	Prepare for and attend Omni		2.30 340.00/hr	782.00
10/29/2010 - PSB	Correspondence with professional group re: agenda matters going forward and transitioning items related to same		1.30 340.00/hr	442.00
SUBTOTAL:			[ 84.60	22,238.00]

Claims Administration

5/6/2010 - LLT	Review and revise objection to Gaffney request (.50); Telephone call with J. Morris re: response to Gaffney (.20)	0.70 350.00/hr	245.00
5/10/2010 - LLT	Correspondence with J. Morris re: scheduling order on Gaffney motion (.30); Review revised objection and file same (.60); Review settlement agreement with Gamer Graphics and motion to seal document hand delivered (.20)	1.10 350.00/hr	385.00
5/17/2010 - LLT	Review of claim objections responses and related issues	2.70 350.00/hr	NO CHARGE
5/26/2010 - LLT	Correspondence from co-counsel re: Gaffney scheduling order	0.10 350.00/hr	35.00
5/28/2010 - LLT	Correspondence to J. Morris re: Gaffney pre-trial issues	0.30 350.00/hr	105.00
- LLT	Review memorandum opinion on request to file proof of claim	0.30 350.00/hr	105.00
- LLT	Correspondence with creditors re: claim issues and correspondence with J. Morris re: same	1.30 350.00/hr	455.00
- PSB	Correspondence with J. Morris re: Henrico and other tax issues (.50); Receipt and review of proposed settlement and resolution of same (.90)	1.40 340.00/hr	476.00
6/1/2010 - LLT	Review Gaffney objections and scheduling issues, correspondence with J. Morris re: same	0.60 350.00/hr	210.00
6/2/2010 - LLT	Review issues re: taxing authority request for payment (.60); Review proposed Gaffney pre-trial order (.20)	0.80 350.00/hr	280.00

			<u>Hrs/Rate</u>	<u>Amount</u>
6/8/2010 -	LLT	Prepare for and attend hearing on claim objections	0.80 350.00/hr	280.00
6/9/2010 -	LLT	Review recent pleadings on appeal in Paramount	0.80 350.00/hr	NO CHARGE
-	LLT	Review memorandum opinion on Ryan Inc. motion to reconsider	0.30 350.00/hr	NO CHARGE
-	LLT	Review notice of appeal	0.10 350.00/hr	NO CHARGE
6/16/2010 -	LLT	Prepare for and attend hearing on Pioneer and Samsung motions to compel	0.20 350.00/hr	70.00
7/1/2010 -	LLT	Correspondence re: payment of tax claims	0.50 350.00/hr	175.00
7/2/2010 -	LLT	Receipt of confidential documents from B. Stark (.20); Review related motion to seal and claim objections (.30)	0.50 350.00/hr	175.00
7/7/2010 -	LLT	Correspondence with co-counsel re: scheduling order on Gafney motion (.10); Follow-up with Courtroom deputy re: available trial dates (.20); Telephone call with B. Canfield (Gaffney counsel) re: same (.20)	0.50 350.00/hr	175.00
7/12/2010 -	PSB	Prepare for and attend Omni hearing	2.30 340.00/hr	782.00
-	LLT	Prepare for omnibus hearing	0.60 350.00/hr	NO CHARGE
7/14/2010 -	PSB	Correspondence with D. Foley re: Ryan matters (.50); Correspondence with J. Morris re: same (.20)	0.70 340.00/hr	238.00
7/21/2010 -	LLT	Follow-up with J. Morris re: Gaffney scheduling order	0.10 350.00/hr	35.00
7/22/2010 -	LLT	Prepare for and attend hearing on omnibus claim objections (.60); Attend hearing on Graphic Comm. 503(b)(a) issues (.70)	1.30 350.00/hr	455.00
-	LLT	Follow-up with J. Morris re: Gaffney scheduling order (.10); Revise order re: new dates (.20)	0.30 350.00/hr	105.00

			<u>Hrs/Rate</u>	<u>Amount</u>
7/28/2010 - PSB	Correspondence re: Ryan matter and other open claim issues		0.90 340.00/hr	306.00
- LLT	Review status of Ryan lit and discuss same with co-counsel		0.80 350.00/hr	NO CHARGE
8/23/2010 - LLT	Review settlement summary (.30); Prepare for and attend hearing on various claims objections (.50)		0.80 350.00/hr	280.00
8/31/2010 - LLT	Prepare for and attend Omnibus hearings on various claim objections		0.60 350.00/hr	210.00
9/1/2010 - PSB	Correspondence with R. Estis re: creditor claim (.30); Correspondence with co-counsel re: same (.20); Prepare for and participate in committee call (1.10)		1.60 340.00/hr	544.00
9/17/2010 - LLT	Review status of proposal settlements		0.50 350.00/hr	NO CHARGE
9/22/2010 - LLT	Correspondence from attorney for claimant on objections		0.40 350.00/hr	140.00
9/28/2010 - PSB	Review of outstanding claim issues		1.00 340.00/hr	340.00
10/8/2010 - PSB	Correspondence with J. Morris re: claim issues		0.70 340.00/hr	238.00
10/11/2010 - LLT	Review proposed claims settlements		0.60 350.00/hr	210.00
10/27/2010 - PSB	Review of outstanding claim issues		1.30 340.00/hr	442.00
<b>SUBTOTAL:</b>			<hr/> <hr/> [ 27.50	<hr/> <hr/> 7,496.00]

Creditors Meeting

5/6/2010 - LLT	Review materials for committee call including issues re: Gowling cap, Gaffney request for incentive payment, French tax issues	0.90 350.00/hr	315.00
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			<u>Hrs/Rate</u>	<u>Amount</u>
5/13/2010 -	LLT	Review committee professional update	0.70 350.00/hr	NO CHARGE
5/25/2010 -	LLT	Prepare for and attend committee meeting	1.20 350.00/hr	420.00
6/8/2010 -	LLT	Prepare for and attend conference call committee meeting	0.80 350.00/hr	280.00
6/22/2010 -	LLT	Prepare for and attend telephonic meeting with committee	1.00 350.00/hr	350.00
6/23/2010 -	LLT	Prepare for and attend telephonic meeting with committee	1.00 350.00/hr	350.00
6/30/2010 -	LLT	Prepare for and attend telephonic meeting with committee	1.00 350.00/hr	350.00
7/28/2010 -	LLT	Prepare for and attend telephonic committee meeting	1.20 350.00/hr	420.00
8/18/2010 -	LLT	Correspondence re: scheduling of same	0.10 350.00/hr	NO CHARGE
<b>SUBTOTAL:</b>			<b>[ 7.90 ]</b>	<b>2,485.00]</b>

Fee/Employment Applications

5/10/2010 -	LLT	Address retention application for French counsel and revisions to same	0.50 350.00/hr	175.00
5/12/2010 -	LLT	Review Gowlings cap motion and issues related to same (1.20); Draft notice of hearing on Gowlings fee cap motion (.50); File and serve same along with motion (.50)	2.20 350.00/hr	770.00
	- LLT	Review of Gowlings issues	1.00 350.00/hr	350.00
	- PSB	Review of Gowlings issues	1.00 340.00/hr	NO CHARGE
5/14/2010 -	LLT	Correspondence with D. Foley re: outstanding fees and related items	0.40 350.00/hr	NO CHARGE
	- PSB	Correspondence with D. Foley re: outstanding fees and related items	0.40 340.00/hr	136.00

			<u>Hrs/Rate</u>	<u>Amount</u>
5/17/2010 -	LLT	Review and disseminate monthly invoices for committee professionals	0.30 350.00/hr	105.00
5/19/2010 -	LLT	Correspondence with D. Foley and S. Boehm re: fee issues	0.30 350.00/hr	NO CHARGE
	- PSB	Correspondence with D. Foley and S. Boehm re: fee issues	0.30 340.00/hr	NO CHARGE
5/21/2010 -	LLT	Review, revise and file application and notice to employ	2.90 350.00/hr	1,015.00
	- PSB	Review and revise application to employ	1.00 340.00/hr	NO CHARGE
6/8/2010 -	LLT	Correspondence from R. Smith re: monthly invoice (.10); Correspondence to debtor professionals and UST re: same (.20); Prepare for and attend hearing on French tax counsel application (.50)	0.80 350.00/hr	280.00
6/9/2010 -	LLT	Review file re: current debtor information from monthly invoices and correspondence re: same	0.10 350.00/hr	35.00
6/14/2010 -	PSB	Review, revise and file fee pleadings (4.50); Correspondence re: same (.50)	5.00 340.00/hr	1,700.00
	- WS	Draft fee pleadings	1.70 100.00/hr	170.00
	- LLT	Review debtor fee applications (.60); Review and revise committee applications for Tavenner & Beran, Pachulski and Protiviti (.90); Correspondence re: Sixth Interim application for committee professionals (.20)	1.70 350.00/hr	NO CHARGE
6/15/2010 -	PSB	Revise and file notice (1.0); Finalize and file fee pleadings (2.70)	3.70 340.00/hr	1,258.00
	- LLT	Follow-up on interim applications and review and revise notice re: same	0.50 350.00/hr	NO CHARGE
6/16/2010 -	LLT	Prepare for and attend hearing on application to employ tax counsel	0.50 350.00/hr	175.00

			<u>Hrs/Rate</u>	<u>Amount</u>
6/28/2010 -	LLT	Correspondence with co-counsel re: Arsene and Gowlings orders	0.50 350.00/hr	175.00
7/12/2010 -	PSB	Prepare for and attend hearing on professional fee applications	0.90 340.00/hr	306.00
7/19/2010 -	PSB	Coordination of Gowling order submission and related items	1.00 340.00/hr	340.00
	- LLT	Correspondence re: Gowlings Amended Order	0.60 350.00/hr	NO CHARGE
7/22/2010 -	DLL	Draft and revise Tavenner & Beran fee application order (.40); Draft and revise Protiviti 6th fee application order (.40); Draft and revise PSZJ 6th fee application order (.50)	1.30 100.00/hr	130.00
7/26/2010 -	PSB	Correspondence with UST re: fee orders and other fee issues	0.50 340.00/hr	170.00
8/2/2010 -	LLT	Review orders allowing interim compensation for committee professionals (.20); Correspondence with R. Smith re: Protiviti outstanding fees and follow-up re: same (.20)	0.40 350.00/hr	140.00
8/10/2010 -	LLT	Correspondence from M. Smith re: Protiviti monthly invoice	0.20 350.00/hr	70.00
9/10/2010 -	LLT	Address issues re: FTI fees and status of order	0.70 350.00/hr	245.00
9/13/2010 -	LLT	Review McGuire Woods application (.40); Follow-up re: committee applications (.20)	0.60 350.00/hr	NO CHARGE
9/14/2010 -	PSB	Correspondence with J. Pomerantz re: fee application and related items	0.70 340.00/hr	238.00
9/15/2010 -	LLT	Correspondence from Protiviti and follow-up with co-counsel on monthly invoices	0.30 350.00/hr	105.00
<b>SUBTOTAL:</b>			<b>[ 32.00 ]</b>	<b>8,088.00]</b>
<u>Litigation</u>				
8/19/2010 -	LLT		0.50	175.00

			<u>Hrs/Rate</u>	<u>Amount</u>
	Telephone call with D. Foley re: CarMax issue and Raleigh and review memorandum re: same		350.00/hr	
8/20/2010 - LLT	Telephone call with D. Foley re: CarMax issues	0.50	175.00	
8/23/2010 - LLT	Review additional documentation received from debtor and follow-up with counsel for CarMax re: same	0.80	280.00	
8/24/2010 - LLT	Review CarMax complaint	0.50	175.00	
8/30/2010 - LLT	Follow-up with J. Morris re: CarMax issues	0.20	70.00	
- PSB	Review of CarMax issues	0.50	NO CHARGE	
8/31/2010 - LLT	Follow-up re: resolution of CarMax	0.50	175.00	
9/29/2010 - LLT	Telephone call with co-counsel re: prosecution of avoidance actions and authority re: same and other related matters and follow-up re: same	1.20	350.00/hr	420.00
- PSB	Prepare for and participate in transition call	1.90	340.00/hr	646.00
10/4/2010 - PSB	Correspondence with A. Caine and J. Morris re: adversary logistics (.1.90); Correspondence with Court re: same (.40)	2.30	340.00/hr	782.00
- LLT	Follow-up re: authority to prosecute actions	0.20	NO CHARGE	
10/5/2010 - PSB	Review of procedure issues	0.70	340.00/hr	238.00
- LLT	Address issues re: avoidance actions (.50); Address issues re: committee ability to serve 2004 subpoenas (.40)	0.90	NO CHARGE	
10/11/2010 - PSB	Review of adversary issues (1.30); Correspondence with J. Morris re: same (.60)	1.90	340.00/hr	646.00
- LLT	Review and revise draft complaint re: claims and avoidance actions	0.90	350.00/hr	315.00

			<u>Hrs/Rate</u>	<u>Amount</u>
10/12/2010 -	LLT	Correspondence re: AR issues	0.50 350.00/hr	175.00
10/13/2010 -	LLT	Address issues re: volume of avoidance actions and proposed mediation procedures	0.90 350.00/hr	315.00
10/15/2010 -	LLT	Telephone call with A. Caine re: procedures for avoidance actions	0.30 350.00/hr	105.00
10/17/2010 -	PSB	Review of adversary issues	1.20 340.00/hr	408.00
10/18/2010 -	PSB	Prepare for and meet with Court re: procedures on adversary proceedings	2.30 340.00/hr	782.00
	- LLT	Review background data for Sony entities (.90); Prepare for and attend meeting with Court staff re: proposed mediation procedures and procedure for handling volumes of avoidance actions (2.0)	2.90 350.00/hr	1,015.00
10/19/2010 -	PSB	Correspondence re: Car Max and related items (.50); Correspondence with A. Caine re: procedures and practices in eastern district of Virginia in Richmond (1.10)	1.60 340.00/hr	544.00
	- LLT	Review background information on Coke claims (.90); Correspondence re: resolution of Car Max complaint and review documents re: same (.70); Address motion for authority to prosecute actions (.50); Review and revise motion for adversary procedures (.90)	3.00 350.00/hr	1,050.00
10/20/2010 -	PSB	Review and revise litigation procedures order and pleadings	3.10 340.00/hr	1,054.00
	- PSB	Correspondence with Court re: procedures and other items	1.30 340.00/hr	442.00
10/21/2010 -	PSB	Address issues related to procedures and related items (2.40); Correspondence with D. Rabenda re: same (.50); Correspondence with A. Caine and J. Morris re: mediation report and related items (.40); Correspondence re: APN as well (.30)	3.60 340.00/hr	1,224.00

			<u>Hrs/Rate</u>	<u>Amount</u>
10/21/2010 -	LLT	Further analysis of mediation protocol	0.70 350.00/hr	245.00
10/22/2010 -	PSB	Review of draft complaint and APN	2.10 340.00/hr	NO CHARGE
	- LLT	Correspondence with co-counsel re: litigation questions	0.20 350.00/hr	70.00
	- LLT	Correspondence from W. Gray re: preference procedures and address same	0.40 350.00/hr	140.00
10/25/2010 -	PSB	Correspondence with multiple parties re: mediator and related items (1.90); Correspondence with Court re: telephonic appearance and correspondence with co-counsel re: same (.50)	2.40 340.00/hr	816.00
10/26/2010 -	LLT	Preparation for filing multiple avoidance actions	0.80 350.00/hr	280.00
10/28/2010 -	LLT	Analysis of lawsuit to be handled by Tavenner & Beran	0.50 350.00/hr	175.00
10/29/2010 -	LLT	Correspondence from clerk re: adversary proceeding instructions and review of same	0.30 350.00/hr	105.00
10/31/2010 -	PSB	Review of Coke, Sony and DirecTV files	4.00 340.00/hr	1,360.00
<b>SUBTOTAL:</b>			<b>[ 45.60 ]</b>	<b>14,402.00]</b>

Plan and Disclosure Statement

5/3/2010 -	LLT	Correspondence from Debtor's counsel re: continued confirmation hearing and follow-up re: same	0.20 350.00/hr	70.00
5/5/2010 -	LLT	Review of Plan issues	1.10 350.00/hr	NO CHARGE
	- PSB	Review of Plan issues	1.10 330.00/hr	363.00
5/10/2010 -	LLT	Review Texas Controller objection to plan	0.30 350.00/hr	105.00

			Hrs/Rate	Amount
5/20/2010 - LLT	Correspondence re: case status and other issues (1.10); Correspondence with Pachulski (.50)		1.60 350.00/hr	560.00
5/21/2010 - LLT	Review correspondence re: revised by-law liquidating trust agreement and status on resolution of same		0.40 350.00/hr	140.00
5/24/2010 - LLT	Review of plan issues (1.0); Correspondence with J. Pomerantz re: same (.60)		1.60 350.00/hr	560.00
5/25/2010 - LLT	Review latest draft of committee by-laws liquidation trust agreement and correspondence from co-counsel re: same (1.70); Review revised plan of committee (.80)		2.50 350.00/hr	875.00
- PSB	Review of plan issues and related documents		3.90 340.00/hr	NO CHARGE
5/27/2010 - LLT	Correspondence from co-counsel re: status on negotiations on joint plan issues and review of same		1.50 350.00/hr	525.00
- PSB	Review of Plan issues		1.10 340.00/hr	374.00
6/1/2010 - LLT	Telephone call with co-counsel re: recent developments and need to file committee plan (.60); Follow-up correspondence re: same (.50); Review and revise notice of filing of plan documents (.80); Prepare plan documents for filing (.80); Follow-up correspondence to co-counsel re: outstanding filing issues (.30); File plan documents (.40)		3.40 350.00/hr	1,190.00
6/2/2010 - LLT	Telephone call with J. Pomerantz re: committee plan (.30); Prepare for and attend committee call (1.70); Follow-up with R. Van Arsdale re: documents filed last evening (.50); Address solicitation issues (1.20); Review correspondence to Debtors' counsel re: mediation (.20); Review mediation motion re: same (.50)		4.40 350.00/hr	1,540.00
6/3/2010 - LLT	Correspondence re: response to mediation motion (.50); Review and revise same (1.20)		1.70 350.00/hr	595.00

			<u>Hrs/Rate</u>	<u>Amount</u>
6/3/2010 - PSB	Review, revise and file mediation response		3.20 340.00/hr	1,088.00
6/4/2010 - PSB	Review of Plan issues (1.10); Correspondence with PSZJ re: same (.50)		1.60 340.00/hr	NO CHARGE
- LLT	Address issues re: plan discovery matters (1.50); Follow-up with co-counsel re: same (.80)		2.30 350.00/hr	805.00
6/6/2010 - PSB	Prepare for and participate in Plan call		1.10 340.00/hr	374.00
- LLT	Prepare for and participate in committee counsel call re: preparation for upcoming hearing and other issues		1.50 350.00/hr	525.00
6/7/2010 - PSB	Address Plan issues		1.90 340.00/hr	646.00
- LLT	Follow-up on plan matters		1.50 350.00/hr	525.00
6/8/2010 - LLT	Correspondence re: mark up of plan documents (.20); Review and revise same (1.80); Review committee co-counsel mark up of liquidating trust agreement (1.50); Prepare for and attend hearing on mediation motion and status of plan (.50)		4.00 350.00/hr	1,400.00
- PSB	Review of plan documents		1.50 340.00/hr	NO CHARGE
6/16/2010 - PSB	Correspondence with R. Feinstein re: local practice on certain plan issues		0.90 340.00/hr	306.00
- LLT	Review correspondence re: plan status and follow-up with co-counsel re: same (.70); Correspondence re: upcoming status hearing and follow-up with co-counsel re: same (.50); Prepare for and attend hearing on status (.50)		1.70 350.00/hr	595.00
6/21/2010 - PSB	Review of Plan issues (1.30); Correspondence with PSZJ re: same (.90)		2.20 340.00/hr	NO CHARGE
- LLT	Review and revise committee plan and related documents (1.90); Review correspondence to Debtor and follow-up with co-counsel re: same (.30)		2.20 350.00/hr	770.00

			<u>Hrs/Rate</u>	<u>Amount</u>
6/24/2010 -	LLT	Correspondence with co-counsel re: mediation schedule	0.50 350.00/hr	175.00
6/25/2010 -	PSB	Review of mediation issues and related items	0.80 340.00/hr	NO CHARGE
	- LLT	Prepare for and attend call with co-counsel re: preparation for mediation of plan issues (1.50); Follow-up correspondence re: scheduling and other mediation issues (1.50)	3.00 350.00/hr	1,050.00
6/28/2010 -	LLT	Correspondence with co-counsel re: mediation issues (.80); Telephone call with D. Foley re: same (.20); Follow-up with D. Foley and P. Barnes re: scheduling (.30); Telephone call with co-counsel re: mediation planning (.50)	1.80 350.00/hr	630.00
	- PSB	Address mediation issues	1.00 340.00/hr	NO CHARGE
6/29/2010 -	LLT	Address mediation logistics	2.50 350.00/hr	875.00
7/8/2010 -	LLT	Work on mediation issues	2.50 350.00/hr	875.00
7/9/2010 -	LLT	Prepare for and attend call with committee re: mediation brief and planning for mediation (1.70); Telephone call with co-counsel re: draft brief (.50); Review and revise same (3.80)	6.00 350.00/hr	2,100.00
7/10/2010 -	LLT	Review and edit draft briefs	4.70 350.00/hr	1,645.00
	- PSB	Review of brief	1.90 340.00/hr	NO CHARGE
7/11/2010 -	LLT	Review docket and file re: preparation of materials needed for mediation	4.50 350.00/hr	1,575.00
7/12/2010 -	LLT	Mediation preparation (3.50); Finalize brief and transmit to chambers (2.60)	6.10 350.00/hr	2,135.00
	- PSB	Review of brief	2.10 340.00/hr	NO CHARGE

			<u>Hrs/Rate</u>	<u>Amount</u>
7/13/2010 - PSB	Correspondence and preparation for mediation		4.90 340.00/hr	1,666.00
- LLT	Mediation preparation		5.50 350.00/hr	1,925.00
7/14/2010 - PSB	Preparation for mediation		2.30 340.00/hr	782.00
- LLT	Travel to Norfolk (1.50); Prepare for pre-mediation committee meeting (2.90); Attend same (1.80); Attend mediation and follow-up (7.0)		13.20 350.00/hr	4,620.00
7/15/2010 - LLT	Prepare for and participate in mediation and meetings related thereto		14.00 350.00/hr	4,900.00
7/22/2010 - LLT	Prepare for and attend hearing and status conference on plan (.90); Correspondence re: amended plan documents (.50)		1.40 350.00/hr	490.00
7/23/2010 - LLT	Review amended plan and related documents and correspondence re: same (3.20); Address issue re: one trust v. two (.40)		3.60 350.00/hr	1,260.00
7/28/2010 - LLT	Review draft motion re: limited service of plan and correspondence with co-counsel re: same		2.20 350.00/hr	770.00
7/29/2010 - LLT	Review and revise committee revisions to proposed mediated plan documents (2.30); Correspondence to/from Debtor counsel re: same (.50); Review motion limiting notice and correspondence with Debtor counsel re: same (.50); Follow-up call to S. Boehm re: expedited motion to approve same (.10)		3.40 350.00/hr	1,190.00
- PSB	Review of revised documents		1.90 340.00/hr	NO CHARGE
7/31/2010 - LLT	Address plan and order release language		0.90 350.00/hr	315.00
8/2/2010 - LLT	Review subsite consolidation issues (1.20); Prepare for and attend telephonic meeting with committee re: status of plan issues (1.20)		2.40 350.00/hr	840.00
8/4/2010 - LLT	Prepare for and attend hearings on motions to limit notice re: service of plan documents and expedited request re: same		0.80 350.00/hr	280.00

		<u>Hrs/Rate</u>	<u>Amount</u>
8/6/2010 - PSB	Review of Confirmation issues	0.70 340.00/hr	NO CHARGE 340.00
8/9/2010 - LLT	Review final versions of plan liquidating trust agreement, by-laws , insurance and retain causes of action exhibits, supplement and red lines of relevant documents	2.20 350.00/hr	770.00
8/10/2010 - PSB	Review of Confirmation issues	0.90 340.00/hr	NO CHARGE 340.00
8/17/2010 - LLT	Correspondence re: formal notice of confirmation hearing	0.20 350.00/hr	70.00
8/18/2010 - PSB	Correspondence with R. Feinstein re: open items and preparation for committee call	0.90 340.00/hr	306.00
- LLT	Correspondence re: noticing of confirmation hearing	0.20 350.00/hr	70.00
8/20/2010 - LLT	Review and revise notice of confirmation hearing	0.50 350.00/hr	175.00
8/23/2010 - LLT	Correspondence with S. Boehm re: notice of confirmation hearing (.10); Prepare for and attend Omnibus hearing including status report on Plan (.50)	0.60 350.00/hr	210.00
8/25/2010 - PSB	Correspondence in preparation for call on Canadian tax issues and plan status	0.90 340.00/hr	306.00
- LLT	Correspondence with co-counsel re: Court questions on confirmation	0.30 350.00/hr	105.00
8/26/2010 - PSB	Prepare for and participate in Plan conference call	1.60 340.00/hr	544.00
- LLT	Prepare for and attend call with committee and professionals re: status of confirmation and outstanding matters	1.50 350.00/hr	NO CHARGE 350.00
8/27/2010 - LLT	Review correspondence from debtor's counsel re: effective date issues	0.50 350.00/hr	175.00

			<u>Hrs/Rate</u>	<u>Amount</u>
8/30/2010 -	PSB	Prepare for and participate in conference call	1.70 340.00/hr	578.00
-	LLT	Follow-up with co-counsel re: status of confirmation issues	0.50 350.00/hr	175.00
8/31/2010 -	LLT	Prepare for and attend hearing on confirmation issues	0.80 350.00/hr	280.00
9/1/2010 -	PSB	Prepare for and participate in professional call re: plan	1.90 340.00/hr	646.00
-	PSB	Correspondence with UST office re: bond issues	0.50 340.00/hr	170.00
9/3/2010 -	LLT	Review confirmation brief and exhibits	1.60 350.00/hr	560.00
-	PSB	Correspondence with UST re: bond issues (.50); Correspondence with co-counsel re: same (.50); Review of other plan issues (.60)	1.60 340.00/hr	544.00
9/6/2010 -	LLT	Prepare for upcoming confirmation hearing	1.00 350.00/hr	350.00
9/7/2010 -	LLT	Prepare for and attend confirmation hearing (2.0); Correspondence re: telephonic hearing for Mr. Siegel and arrange same (.30); Address bond issues (.60)	2.90 350.00/hr	1,015.00
-	PSB	Correspondence with UST re: bond issues (.60); Correspondence with J. Pomerantz re: same (.50)	1.10 340.00/hr	374.00
9/8/2010 -	PSB	Prepare for and participate in confirmation hearing	2.50 340.00/hr	NO CHARGE
9/9/2010 -	LLT	Review confirmation order and notice	1.90 350.00/hr	665.00
9/10/2010 -	LLT	Follow-up on order and notice (.50); Address bond issues (.30)	0.80 350.00/hr	280.00
10/4/2010 -	LLT	Correspondence re: status of effective date	0.10 350.00/hr	35.00
10/19/2010 -	LLT	Review report on status of effective date	0.10 350.00/hr	35.00

	<u>Hrs/Rate</u>	<u>Amount</u>
SUBTOTAL:	[ 174.30	52,467.00]
For professional services rendered	379.40	\$109,451.00
Additional Charges :		
	<u>Qty/Price</u>	<u>Tax#</u>
<u>Case Administration</u>		
6/16/2010 - PSB		406.71
Bizport charges	1	
6/30/2010 - PSB		228.73
Lexis/Research	1	
- PSB		70.48
Pacer Costs	1	
7/14/2010 - LLT		186.32
Hotel/lodging for mediation	1	
- LLT		440.00
Photocopy costs	2,200	
	0.20	
7/15/2010 - LLT		1,185.47
Meals for committee at mediation and conference room rental	1	
- LLT		95.06
Mileage from Ford - Richmond - Norfolk and return	196	
	0.49	
- LLT		205.27
Hotel/lodging	1	
SUBTOTAL:	[ 2,818.04]	
Total costs		\$2,818.04
Total amount of this bill		\$112,269.04
Previous balance		\$23,368.93
10/4/2010 Payment - thank you. Check No. 1079		(\$23,368.96)
Total payments and adjustments		(\$23,368.96)

	<u>Amount</u>
Balance due	\$112,269.01

Timekeeper Summary			
Name	Hours	Rate	Amount
Lynn L. Tavenner	180.80	350.00	\$63,280.00
Lynn L. Tavenner	24.80	0.00	\$0.00
Paula S. Beran	130.70	340.00	\$44,438.00
Paula S. Beran	1.10	330.00	\$363.00
Paula S. Beran	28.30	0.00	\$0.00
David L. Leadbeater	12.00	100.00	\$1,200.00
Will Sandel	1.70	100.00	\$170.00

**EXHIBIT B**

United States Bankruptcy Court  
Eastern District of Virginia  
Richmond Division  
In re: Circuit City Stores, Inc, et al., Case No. 08-35653-KRH  
**Fee Application Summary**  
Applicant: Tavenner & Beran, PLC,  
Local Counsel for The Official Committee of Unsecured Creditors

<u>Categories</u>	Interim Period	
	May 1, 2010 through October 31, 2010	
	<u>Hours</u>	<u>Amount</u>
Asset Disposition	1.50	\$385.00
Business Operations	6.00	\$1,890.00
Case Administration	84.60	\$22,238.00
Claims Administration	27.50	\$7,496.00
Creditors Meeting	7.90	\$2,485.00
Fee/Employment Applications and Objections	32.00	\$8,088.00
Litigation	45.60	\$14,402.00
Plan and Disclosure	174.30	\$52,467.00
TOTAL HOURS	379.40	
TOTAL FEES		\$109,451.00



**EXHIBIT C**

Jeffrey N. Pomerantz, Esq.  
Andrew W. Caine, Esq.  
(admitted *pro hac vice*)  
PACHULSKI STANG ZIEHL & JONES LLP  
10100 Santa Monica Boulevard  
Los Angeles, California 90067-4100  
Telephone: (310) 277-6910  
Telecopy: (310) 201-0760

Lynn L. Tavenner, Esq. (VA Bar No. 30083  
Paula S. Beran, Esq. (VA Bar No. 34679)  
TAVENNER & BERAN, PLC  
20 North Eighth Street, 2<sup>nd</sup> Floor  
Richmond, Virginia 23219  
Telephone: (804) 783-8300  
Telecopy: (804) 783-0178

- and -

Robert J. Feinstein, Esq.  
John A. Morris, Esq.  
(admitted *pro hac vice*)  
PACHULSKI STANG ZIEHL & JONES LLP  
780 Third Avenue, 36<sup>th</sup> Floor  
New York, New York 10017  
Telephone: (212) 561-7700  
Telecopy: (212) 561-7777

*Counsel for the Circuit City Stores, Inc.  
Liquidating Trust*

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE EASTERN DISTRICT OF VIRGINIA  
RICHMOND DIVISION**

In re:	:	Chapter 11
CIRCUIT CITY STORES, INC., <u>et al.</u> , <sup>11</sup>	:	Case No. 08-35653-KRH
Debtors.	:	(Jointly Administered)
	:	
	:	

**ORDER ALLOWING FINAL  
COMPENSATION AND EXPENSE REIMBURSEMENT  
(Tavenner & Beran, PLC)**

<sup>11</sup> The Debtors in these chapter 11 cases, along with the last four digits of their respective federal tax identifications numbers, are as follows: Circuit City Stores, Inc. (3875), Circuit City Stores West Coast, Inc. (0785), InterTAN, Inc. (0875), Ventoux International, Inc. (1838), Circuit City Purchasing Company, LLC (5170), CC Aviation, LLC (0841), CC Distribution Company of Virginia, Inc. (2821), Circuit City Properties, LLC (3353), Kinzer Technology, LLC (2157), Abbott Advertising Agency, Inc. (4659), Patapsco Designs, Inc. (6796), Sky Venture Corp. (0311), Prahs, Inc. (n/a), XSStuff, LLC (9263), Mayland MN, LLC (6116), Courchevel, LLC (n/a), Orbyx Electronics, LLC (3360), and Circuit City Stores PR, LLC (5512). The address for Circuit City West Coast is 9250 Sheridan Boulevard, Westminster, Colorado 80031. For all other Debtors, the address was 9950 Mayland Drive, Richmond, Virginia 23233 and is currently 4951 Lake Brook Drive, Glen Allen, VA 23060.

This matter came before the Court upon the Final Application Of Tavenner & Beran, PLC For Allowance Of Compensation And Expense Reimbursement As Local Counsel To The Official Committee of Unsecured Creditors (the “Application”) filed by Tavenner & Beran, PLC (“Tavenner &Beran”); and it appearing to the Court that (i) Tavenner & Beran provided proper notice of the Application to all necessary parties; (ii) no objections to the Application have been filed; and (iii) the request for compensation and reimbursement of expenses as allowed herein is reasonable, it is hereby ORDERED that:

1. The Application<sup>12</sup> is hereby approved;
2. The request for compensation in the amount of \$109,451.00 and reimbursement of expenses in the amount of \$2,818.04 by Tavenner & Beran be and hereby are allowed;
3. Furthermore, the amounts sought in the First Interim Application, the Second Interim Application, the Third Interim Application, the Fourth Interim Application, the Fifth Interim Application, and the Sixth Interim Application are hereby allowed and approved on a final basis; and
4. The Liquidating Trust is authorized and directed to pay to Tavenner & Beran the amount of compensation and reimbursement of expenses allowed herein as an administrative expense.
5. Upon entry the Clerk shall serve by electronic delivery or first class mail, postage prepaid, copies of this Order on the Office of the United States Trustee and Tavenner & Beran, PLC.

ENTER:

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UNITED STATES BANKRUPTCY JUDGE

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<sup>12</sup> Capitalized terms not otherwise defined herein shall have the meaning and definitions ascribed to such terms in the Application.

We ask for this:

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Lynn L. Tavenner, Esquire (Va. Bar No. 30083)  
Paula S. Beran, Esquire (Va. Bar No. 34679)  
Tavenner & Beran, PLC  
20 North Eighth Street, Second Floor  
Richmond, Virginia 23219  
Telephone: (804) 783-8300  
Facsimile: (804) 783-0178

Co-Counsel for the Circuit City Stores, Inc.  
Liquidating Trust

Seen and No Objection:

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Robert B. Van Arsdale  
Office of the United States Trustee  
701 East Broad Street, Suite 4304  
Richmond, Virginia 23219

Assistant United States Trustee

**LOCAL RULE 9022-1 CERTIFICATION**

In accordance with Local Rule 9022-1, the foregoing proposed order has been endorsed by or served upon all necessary parties.

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Co-Counsel